

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SATYAM COMPUTER SERVICES LTD. SECURITIES
LITIGATION

This document applies to: All Cases

09 MD 2027 (BSJ)
(Consolidated Action)
ECF Case

**DECLARATION OF JAYANT
W. TAMBE IN SUPPORT OF
MOTION FOR
SUBSTITUTION OF
COUNSEL ON CONSENT
FOR DEFENDANT SATYAM
COMPUTER SERVICES LTD.**

JAYANT W. TAMBE, pursuant to 28 U.S.C. § 1746(2), under penalty of perjury,
hereby declares as follows:

1. I am a member of the law firm of Jones Day, with its offices located at 222 E. 41st Street, New York, NY 10016. I am a member in good standing of the Bar of the State of New York, and am admitted to practice before this Court.

Substitution of Jones Day for Wachtell, Lipton, Rosen & Katz

2. Under Local Civil Rule 1.4 of the Local Rules of the United States District Court for the Southern District of New York, I respectfully submit this declaration in support of the substitution of Jones Day for Wachtell, Lipton, Rosen & Katz (“Wachtell”) as counsel and attorneys of record for Defendant Satyam Computer Services Ltd. (n/k/a Mahindra Satyam) (“Satyam”) in the above-captioned matter.

3. The substitution is on consent. Defendant Satyam wishes to substitute Jones Day for Wachtell. Together with this Declaration, I submit a Notice of Substitution that has been signed by Warren R. Stern, George T. Conway, III and Michael Stephen Winograd, members of Wachtell, and the Consent to Substitution of Counsel that has been signed by Vineet Nayyar, Executive Vice Chairman of Defendant Satyam.

Posture of the Case

4. The Consolidated Class Action Complaint in this matter was filed on July 17, 2009. Responsive pleadings are currently due on October 16, 2009.

5. In light of the fact that this matter is still at an early stage, I do not believe that the proposed substitution will cause any undue delay or in any way prejudice the plaintiffs in this matter.

6. I submit herewith a proposed Order substituting Jones Day in the place and stead of Wachtell as counsel and attorneys of record in the above-captioned matter.

7. I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
September 17, 2009

/s/ Jayant W. Tambe
Jayant W. Tambe

CERTIFICATE OF SERVICE

I hereby certify that on September 18, 2009, a copy of the foregoing document was filed electronically and served by mail to anyone unable to accept electronic filing. Notice of this filing will be sent by email to all parties by cooperation of the court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the court's CM/ECF system.

Dated: September 18, 2009
New York, New York

By: /s/ Jayant W. Tambe
Jayant W. Tambe
JONES DAY
222 E. 41st Street
New York, NY 10017
Telephone: (212) 326-3939
Facsimile: (212) 765-7306
JTambe@jonesday.com

**Attorney for Defendant Satyam Computer
Services Ltd.**

Prior Attorneys for Defendant Mahindra Satyam:

Warren R. Stern
George T. Conway, III
Michael Steven Winograd
WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
New York, NY 10019
Tel: (212) 403-1000

Attorneys for Defendants:

Stanley J. Parzen
MAYER BROWN LLP
71 S. Wacker Drive
Chicago, IL 60606
Tel: (312) 782-0600

Fraser L. Hunter
WILMERHALE
399 Park Avenue
New York, New York 10022
Tel: (212) 230-8800

Irwin H. Warren
WEIL, GOTSHAL & MANGES, LLP
767 Fifth Avenue
New York, NY 10153
Tel: (212) 310-8000
Fax: (212) 310-8007

Jeffrey S. Jacobson
DEBEVOISE & PLIMPTON LLP
919 Third Avenue
New York, NY 10022
Tel: (212) 909-6000

Gordon C. Atkinson
COOLEY GODWARD KRONISH LLP
101 California Street, 5th Floor
San Francisco, CA 94111
Tel: (415) 693-2088

Attorneys for Plaintiffs:

Jay W. Eisenhofer
Keith M. Fleischman
Deborah A. Elman
GRANT & EISENHOFER P.A.
485 Lexington Ave 29th Floor
New York, New York 10017
Tel: (646) 722-8500

Max W. Berger
Steven B. Singer
Noam Mandel
Michael Petrusic

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP
1285 Avenue of the Americas, 38th Floor
New York, NY 10019
Tel: (212) 554-1400

David Kessler
Sean M. Handler
Sharan Nirmul
BARROWAY TOPAZ KESSLER MELTZER & CHECK, LLP
280 King of Prussia Road
Radnor, PA 19087
Tel: (610) 667-7706

Lawrence A. Sucharow
Christopher J. Keller
Louis Gottlieb
LABATON SUCHAROW LLP
140 Broadway
New York, NY 10005
Tel: (212) 907-0700

Thomas J. McKenna
GAINEY & MCKENNA
295 Madison Avenue, 4th Floor
New York, NY 10017
Tel: (212) 983-1300